



**CITY OF HENDERSON
REDEVELOPMENT AGENCY ADVISORY COMMISSION
REVISED AGENDA**

**Special Meeting
Tuesday, March 12, 2013
4:00 p.m.**

**City Hall Annex Conference Room
280 Water Street
Henderson, Nevada 89015**

Notice to persons with special needs: For those requiring special assistance or accommodation at the meeting, please contact 702-267-1515 or the Relay Nevada TTY telephone 7-1-1 at least 72 hours in advance of the meeting.

The Chairman reserves the right to hear agenda items out of order, combine two or more agenda items for consideration, remove an item from the agenda, or delay discussion relating to an item on the agenda at any time. All items are action items unless otherwise noted.

Individuals speaking on an item will be limited to three (3) minutes and spokespersons for a group will be limited to ten (10) minutes.

Electronic agendas can be found at: [HTTP://WWW.CITYOFHENDERSON.COM/](http://www.cityofhenderson.com/)

I. CALL TO ORDER

II. CONFIRMATION OF POSTING AND ROLL CALL

III. ACCEPTANCE OF AGENDA (For Possible Action)

IV. PUBLIC COMMENT

Note: Items discussed under Public Comment cannot be acted upon at this meeting, but may be referred to a future agenda for consideration (NRS 241.020). Individuals speaking on an item will be limited to three (3) minutes and spokespersons for a group will be limited to ten (10) minutes.

V. UNFINISHED BUSINESS

1.	MINUTES REDEVELOPMENT AGENCY ADVISORY COMMISSION MEETING OF JANUARY 22, 2013 (For Possible Action)
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Re-approve the amended minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of January 22, 2013.

VI. NEW BUSINESS

1.	MINUTES REDEVELOPMENT AGENCY ADVISORY COMMISSION MEETING OF FEBRUARY 26, 2013 (For Possible Action)
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Approve the minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of February 26, 2013.

(CONTINUED ON NEXT PAGE)

2.	RESOLUTION OF THE CITY OF HENDERSON REDEVELOPMENT AGREEMENT APPROVING THE ASSUMPTION AGREEMENT TO THE OWNER PARTICIPATION AGREEMENT TO RECOGNIZE LAKE PLEASANT, LLC AS A PERMITTED SUCCESSOR. (For Possible Action)
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Adopt the resolution of the City of Henderson Redevelopment Agency approving the Assumption Agreement to the Owner Participation Agreement to recognize Lake Pleasant, LLC as a Permitted Successor of Cornerstone Partners I, L.L.C., in connection with the assessments levied in the City of Henderson, Nevada, Local Improvement District No. T-13 (Cornerstone).

3.	ELECTION OF CHAIRMAN (For Possible Action)
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Election of Chairman of the Redevelopment Advisory Commission to hold office for one (1) year or until their successor(s) is elected and qualified.

4.	ELECTION OF VICE-CHAIRMAN (For Possible Action)
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Election of Vice-Chairman of the Redevelopment Advisory Commission to hold office for one (1) year or until their successor(s) is elected and qualified.

5.	PROJECTS UPDATE
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Discuss project updates for the following projects and accept report. Cornerstone Redevelopment Area: Tax Increment Reimbursement to the LID; Shortfall Note; Ladera Parcels; Loretto Bay. Downtown Redevelopment Area: 19 S. Water Street; Business Recruitment/Development; Business Retention; City Tower; Community Gardens; Cultural and Events Center; Downtown Master Plan; Downtown Residential Civic Alliance; Events; Fencing; Former Asset Central Site; Former Parkline Site; Homeless Issue; HUD Grant; Marketing the Water Street District; Meridian; Monumentation; Outreach; Pinnacle Building; Residential; Site A; Site B; Townhouse Motor Lodge; Water Street District Business Association; Façade Improvement Program; Sign Grant Program; Tenant Improvement Program. Eastside Redevelopment Area: Boulder Highway Business Coalition; Business Recruitment; Landwell/Cadence; Union Village; Façade Improvement Program; Sign Grant Program. Tuscany: Note; Galleria Road; OPA; Tuscany Pending Escrow; Semi-Annual Payment. Lakemoor Canyon: Bill. Administration/All Areas: Audit; Assistance Programs; Bonds; Budget; Financials; Five-year Financial Plan; Homeowner Assistance Program; NDC; New Markets Tax Credit; Outreach; RDA Legislation; Redevelopment Association of Nevada (RAN); Revenue; SB92 Reporting; Tax Increment Distribution; Training.

VII. PUBLIC COMMENT

Note: Items discussed under Public Comment cannot be acted upon at this meeting, but may be referred to a future agenda for consideration (NRS 241.020). Individuals speaking on an item will be limited to three (3) minutes and spokespersons for a group will be limited to ten (10) minutes.

VIII. DIRECTOR'S/CHAIRMAN'S BUSINESS

IX. SET NEXT MEETING

- April 23, 2013 at 4:00 p.m.

X. ADJOURNMENT

Agenda posted prior to 9:00 a.m. on March 6, 2013 at the following locations:
City Hall Annex, 280 Water Street, City Hall, 240 Water Street, 1st Floor Lobbies (2)
Multigenerational Center, 250 S. Green Valley Parkway, Whitney Ranch Recreational Center, 1575 Galleria Drive
Fire Station No. 86, 96 Via Antincendio



RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

SPECIAL MEETING

MARCH 12, 2013

RAC- UB001

SUBJECT	Minutes—City of Henderson Redevelopment Agency Advisory Commission Meeting of January 22, 2013
PETITIONER	Economic Development/Redevelopment Division of the City Manager's Office
RECOMMENDATION	Approve

FISCAL IMPACT:

No Impact

Budget funds available

Augmentation required

BACKGROUND / DISCUSSION / ALTERNATIVES:

RECOMMENDED MOTION:

Re-approve the amended minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of January 22, 2013.

Supporting Documentation:

Minutes consisting of four (4) pages.

**CITY OF HENDERSON REDEVELOPMENT AGENCY
ADVISORY COMMISSION
MINUTES**

January 22, 2013

I. CALL TO ORDER

Chairman Tom Foster called the Redevelopment Advisory Commission to order at 4:00 p.m. in the Annex Conference Room, City Hall Annex, 280 Water Street, Henderson, Nevada.

II. CONFIRMATION OF POSTING AND ROLL CALL

MaryAnne Cruzado, Recording Secretary, confirmed the meeting had been noticed in accordance with the Open Meeting Law by posting the Agenda three working days prior to the meeting at City Hall, Henderson Convention Center, Green Valley Police Substation, and Fire Station No. 86.

Present: Chairman Tom Foster
Tom Fay
Mark McGinty
Richard Serfas
Laura Jane Spina

Excused: David Chavez
Stan Southwick

Staff: Michelle Romero, Redevelopment Manager
Anthony Molloy, Business Development Supervisor
Daphney Jeffers, Senior Administrative Analyst
Christine Guerri-Nyhus, Senior Assistant City Attorney
Mark Backus, Assistant City Attorney
MaryAnne Cruzado, Admin Assistant III
Tedie Jackson, Minutes Clerk

Guests: Tim Brooks, EIC
Michael Keaton, EIC
Bonnie Grant, Farmers
Doug Beavers

III. ACCEPTANCE OF AGENDA

Item 2 has been withdrawn at the request of the applicant.

(Motion) Mr. McGinty introduced a motion to accept the agenda as amended. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

IV. PUBLIC COMMENT

Tom Foster referred to Item 3 and expressed concern as a property owner that the low sale price will affect other properties in the area. He noted that the budget indicates a cost of \$75,000 for a roof replacement and asked if staff has checked on the cost to repair the roof. Mr. Foster suggested it would be better to hold on to the property rather than sell it at this time.

V. NEW BUSINESS

1.	MINUTES FOR THE CITY OF HENDERSON REDEVELOPMENT AGENCY ADVISORY COMMISSION MEETING OF December 18, 2012 (For Possible Action)
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Recommend approval of the minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of December 18, 2012.

(Motion) Ms. Spina introduced a motion to approve the minutes of December 18, 2012, as submitted. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

2.	OWNER PARTICIPATION AGREEMENT BY AND BETWEEN UNION VILLAGE, LLC AND THE CITY OF HENDERSON REDEVELOPMENT AGENCY (For Possible Action)
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Approve the Owner Participation Agreement by and between Union Village, LLC and the City of Henderson Redevelopment Agency.

This item was withdrawn at the request of the applicant.

3.	A RESOLUTION OF THE CITY OF HENDERSON REDEVELOPMENT AGENCY OF ITS INTENT TO CONSIDER THE SALE OF THE PINNACLE BUILDING LOCATED AT 203 SOUTH WATER STREET FOR \$510,000 (For Possible Action)
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Adopt the Resolution of the City of Henderson Redevelopment Agency of its Intent to Consider the Sale of the Pinnacle Building located at 203 South Water Street for \$510,000.

Chairman Foster abstained from voting on this item due to pecuniary interests and it was noted that Vice-Chairman McGinty will chair this item.

Michelle Romero, Redevelopment Manager, provided a history of this building and reported that the top two floors are rented out by City of Henderson at approximately 50 cents a square foot. These rentals will continue for the next three years at least. She said repairs have been made to the roof many times and more extensive work is needed to repair. The bid for renovating the first floor is approximately \$164,000.00, which entails gutting and reconfiguring the kitchen and dining area. Ms. Romero said the purchaser is proposing a new business on first floor of an urban lounge to attract evening and weekend traffic to the area.

Responding to a question by Mr. Fay as to the actual building cost, Ms. Romero said the cost of the actual building was approximately \$2.9 million and the size is 13,800 square feet.

Ms. Spina questioned the ripple effect of Mr. Foster's concerns regarding decreasing business property values in the area.

Vice-Chairman McGinty commented that he is comfortable with the numbers and believes the proposed use would benefit the downtown area. He said the two independent appraisals also help him support the sale amount.

Ms. Romero noted that the number of vacancies was considered in the appraisal so fewer vacancies would promote property values. All properties in the downtown area have reduced in value due to the economy.

In response to a question by Ms. Spina regarding whether neighbors have voiced any complaints to the proposed lounge use, Ms. Romero said she is not aware of any complaints; however, the owner will be subject to comply with the City's noise ordinance.

Regarding a question by Mr. Serfas as to how much revenue and how many jobs this project will create, Michael Keaton, representing the applicant, replied that 20 jobs will be created and within three years, a business that can do \$25,000.00 to \$30,000.00 per month, with a potential for triple that with the right marketing.

- (Motion) Mr. Fay introduced a motion to adopt a Resolution of the City of Henderson Redevelopment Agency of its Intent to Consider the Sale of the Pinnacle Building located at 203 South Water Street for \$510,000.00. The roll call vote was: Those voting aye: Fay, McGinty, Serfas, and Spina. Those voting nay: None. Those absent: Chavez and Southwick. Those abstaining: Foster. Vice-Chairman McGinty declared the motion carried.

4.	PROJECTS UPDATE
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Discuss project updates and accept the report.

Michelle Romero, Redevelopment Manager, reviewed the projects update memorandum as of January 10, 2013.

(Motion) Mr. McGinty introduced a motion to accept the Projects Update Report. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

V. PUBLIC COMMENT

There were no comments presented by the public.

VI. DIRECTOR'S/CHAIRMAN'S BUSINESS

- **Financial Update**

Daphney Jeffers, Senior Administrative Analyst, distributed and reviewed December 31, 2012, Redevelopment Agency Financial Report. She noted that they are still trending at approximately 13 to 14 percent below this time last year, but revenues are five percent higher than projected.

VII. SET NEXT MEETING

The next meeting was scheduled for February 26, 2013, at 4:00 p.m.

VIII. ADJOURNMENT

There being no further business to be discussed, the meeting was adjourned at 4:30 p.m.

Respectfully submitted,

Tedie Jackson,
Minutes Clerk



RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

SPECIAL MEETING

MARCH 12, 2013

RAC-001

SUBJECT	Minutes—City of Henderson Redevelopment Agency Advisory Commission Meeting of February 26, 2013
PETITIONER	Economic Development/Redevelopment Division of the City Manager's Office
RECOMMENDATION	Approve

FISCAL IMPACT:

No Impact

Budget funds available

Augmentation required

BACKGROUND / DISCUSSION / ALTERNATIVES:

RECOMMENDED MOTION:

Approve the minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of February 26, 2013.

Supporting Documentation:

Minutes consisting of four (4) pages.

**CITY OF HENDERSON REDEVELOPMENT AGENCY
ADVISORY COMMISSION
MINUTES
February 26, 2012**

I. CALL TO ORDER

Chairman Tom Foster called the Redevelopment Advisory Commission to order at 4:00 p.m. in the Annex Conference Room, City Hall Annex, 280 Water Street, Henderson, Nevada.

II. CONFIRMATION OF POSTING AND ROLL CALL

MaryAnne Cruzado, Recording Secretary, confirmed the meeting had been noticed in accordance with the Open Meeting Law by posting the Agenda three working days prior to the meeting at City Hall, Henderson Convention Center, Green Valley Police Substation, and Fire Station No. 86.

Present: Chairman Tom Foster
David Chavez
Tom Fay
Mark McGinty
Richard Serfas
Stan Southwick
Laura Jane Spina

Excused: None

Staff: MaryAnne Cruzado, Admin Assistant III
Mark Backus, Assistant City Attorney
April Parra, Minutes Clerk
Michelle Romero, Redevelopment Manager
Lisa Sich, Special Projects Accountant

III. ACCEPTANCE OF AGENDA

(Motion) Mr. Fay introduced a motion to accept the agenda as submitted. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

IV. PUBLIC COMMENT:

There were no comments presented by the public.

V. NEW BUSINESS

1.	MINUTES FOR THE CITY OF HENDERSON REDEVELOPMENT AGENCY ADVISORY COMMISSION MEETING OF JANUARY 22, 2013.
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Recommend approval of the minutes of the City of Henderson Redevelopment Agency Advisory Commission meeting of January 22, 2013.

Mr. Southwick commented that the motion for Item 1 under New Business is incorrect as he was not present at the meeting.

Chairman Foster asked that the last sentence in Item 3 be amended as follows: the words “within three years” replaced with “initially, then three times that within three years.”

(Motion) Mr. Fay introduced a motion to approve the minutes of January 22, 2013, as amended. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

2.	RESOLUTION AMENDMENTS TO T-13 LID CORNERSTONE PROMISSORY AND SHORTFALL NOTES
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Ratify the Resolution of the City of Henderson Redevelopment Agency approving amendments to the Promissory Note, and Shortfall Note, from the City of Henderson Redevelopment Agency for the benefit of the City of Henderson, Nevada, as assignee of Cornerstone Partners I, LLC, in connection with the assessments levied in the City of Henderson, Nevada, Local Improvement District No. T-13 (Cornerstone).

Ms. Sich read a summary of the proposed item and stated staff recommends approval.

(Motion) Mr. McGinty introduced a motion to ratify Resolution No. 81. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

5.	PROJECTS UPDATE
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Discuss project updates and accept the report.

Ms. Romero reviewed a memorandum regarding the status of projects as of February 7, 2013.

Mr. McGinty stated that he has been told that crimes are taking place when the prisoners are released from jail.

Ms. Romero responded that Water Street is the most patrolled street in Henderson.

Responding to a question by Mr. Foster regarding the progress of 155 South Water Street, Ms. Romero said she does not have an update.

(Motion) Mr. McGinty introduced a motion to accept the report. The vote favoring approval was unanimous. Chairman Foster declared the motion carried.

V. PUBLIC COMMENT

Mr. McGinty stated he had an opportunity to visit the National Development Council (NDC) and he was very impressed with the knowledge, experience, and investment the company has.

VI. DIRECTOR'S/CHAIRMAN'S BUSINESS

1. Financial Update

Ms. Sich distributed the financials as of January 31, 2013, and gave a brief update. She noted that they are working very hard to stay on budget.

VII. SET NEXT MEETING

The next meeting was scheduled for March 12, 2013, at 4:00 p.m.

VIII. ADJOURNMENT

There being no further business to be discussed, the meeting was adjourned at 4:28 p.m.

Respectfully submitted,

April Parra,
Minutes Clerk



RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

REGULAR MEETING

March 12, 2013

RAC-002

SUBJECT	A Resolution of the City of Henderson Redevelopment Agreement Approving the Assumption Agreement to the Owner Participation Agreement to Recognize Lake Pleasant, LLC as a Permitted Successor.
PETITIONER	Economic Development/Redevelopment Division of the City Manager's Office
RECOMMENDATION	Adopt

FISCAL IMPACT:

No Impact
 Budgeted funds available
 Augmentation required

BACKGROUND / DISCUSSION:

On November 16, 2004, the Agency entered into an Owner Participation Agreement (“OPA”) with Ladera Residential, LLC (“Ladera”) to redevelop 42.87 acres located near Interstate 215 and Stephanie Street in the Cornerstone Redevelopment Project area (the “Property”). On September 30, 2009, Agency staff received a letter from HOF Financial I, LLC (“HOF”) stating that as Ladera’s lender, HOF was required to complete a non-judicial foreclosure following default by Ladera on its development loans, and as a consequence HOF acquired the original Ladera parcels, and assumed the rights and obligations of the OPA. Lake Pleasant, LLC (“Lake Pleasant”) has advised Agency staff that it has entered into a contract to acquire the remaining one hundred thirty-three (133) of these parcels, located in the Villa Azure and La Tesoro projects at Loretto Bay. These are the final parcels owned by HOF.

Article 1, Section 1.1 of the OPA provides for the Agency to approve any successor transferee of the Property, or any portion thereof, as a “Permitted Successor”. Under the OPA, a Permitted Successor is required to execute such instruments as the Agency deems reasonably appropriate to reflect the terms and conditions of the OPA; further, a Permitted Successor is subject to all the provisions and obligations of the OPA with respect to the Property acquired by such Permitted Successor.

Lake Pleasant is requesting to be approved as a Permitted Successor under the OPA as to such portions of the Property that will be transferred to Lake Pleasant. In connection with this request, Lake Pleasant has provided to staff the required resolutions, certificates, and other required documentation in support of its request. Staff is recommending approval.

RECOMMENDED MOTION:

Adopt the resolution of the City of Henderson Redevelopment Agency approving the Assumption Agreement to the Owner Participation Agreement to recognize Lake Pleasant, LLC as a Permitted Successor.

Supporting Documentation:

- Resolution consisting of one (1) page.
- Assumption Agreement to Owner Participation Agreement (Lake Pleasant/Agency) consisting of eight (8) pages.
- Request Letters from HOF and Lake Pleasant consisting of five (5) pages.

RESOLUTION NO.

(Assumption Agreement to Owner Participation Agreement)

A RESOLUTION OF THE CITY OF HENDERSON REDEVELOPMENT AGENCY, CLARK COUNTY, NEVADA, APPROVING THE LAKE PLEASANT, LLC ASSUMPTION AGREEMENT TO THE NOVEMBER 16, 2004, OWNER PARTICIPATION AGREEMENT, AS AMENDED.

WHEREAS, The City of Henderson Redevelopment Agency (the "Agency") and Ladera Residential LLC (the "Original Participant") executed an Owner Participation Agreement (the "Agreement") on November 16, 2004, to provide for the development and improvement of certain property, consisting of 42.87 acres near Interstate 215 and Stephanie Street in Henderson, Nevada (the "Property") within the Cornerstone Redevelopment Project Area located within the City (the "Project"); and

WHEREAS, HOF Financial I, LLC, acquired the Property by Trustee's Deed Upon Sale on April 23, 2009, as recorded among the land records of Clark County, Nevada on April 29, 2009, in Book 20090429 as Instrument No. 02247; and

WHEREAS, on or about April 4, 2013, Lake Pleasant, LLC (Lake Pleasant) plans to acquire one hundred thirty-three (133) parcels in the Villa Azure and La Tesoro projects of Loretta Bay located within the Project; and

WHEREAS, Lake Pleasant has requested, and Agency has agreed, to recognize Lake Pleasant as a Permitted Successor to Original Participant as to such portions of the Property that will be transferred to Lake Pleasant, pursuant to the terms of the Assumption Agreement to the Owner Participation Agreement hereinafter set forth; and

NOW, THEREFORE, BE IT RESOLVED, by the Redevelopment Agency of the City of Henderson, Nevada, that:

SECTION 1. The Assumption Agreement to the Owner Participation Agreement in substantially the form attached hereto as Exhibit 1, containing eight pages, and incorporated herein by reference, is hereby approved.

SECTION 2. The Executive Director is hereby authorized on behalf of the Agency to execute the Assumption Agreement to the Owner Participation Agreement, and to make revisions to the Agreement, with the advice of the Agency Counsel, which do not materially or substantially increase the City's obligations thereunder, to sign all documents, to make all approvals and take all actions necessary or appropriate to carry out and implement the Assumption Agreement to the Owner Participation Agreement.

SECTION 3. This resolution is effective upon its passage and approval.

END OF RESOLUTION

EXHIBIT 1

ASSUMPTION AGREEMENT TO OWNER PARTICIPATION AGREEMENT

THIS ASSUMPTION AGREEMENT TO OWNER PARTICIPATION AGREEMENT (this "**Assumption**") dated as of _____, 2013, by and between **LAKE PLEASANT PARTNERS, LLC**, a Delaware limited liability company ("**Lake Pleasant**"), and the **CITY OF HENDERSON REDEVELOPMENT AGENCY**, a public body corporate and politic ("**Agency**", and together with Lake Pleasant, the "**Parties**").

RECITALS

A. Agency and Ladera Residential LLC, a Nevada limited liability company ("**Original Participant**"), entered into that certain Owner Participation Agreement (the "**Original OPA**") dated as of November 16, 2004, to provide for the development and improvement of the Project upon the Property, consisting of 42.87 acres near Interstate 215 and Stephanie Street in Henderson, Nevada within the Cornerstone Redevelopment Project Area pursuant to the Redevelopment Plan. Capitalized terms have the meanings set forth in the OPA, or as otherwise set forth in this Assumption;

B. HOF Financial I, LLC, a Delaware limited liability company ("**HOF Financial**") acquired the Property by Trustee's Deed Upon Sale on April 23, 2009, as recorded among the land records of Clark County, Nevada on April 29, 2009 in Book 20090429 as Instrument No. 02247, and assumed the rights and obligations of the Original OPA, as amended pursuant to Amendment to Owner Participation Agreement dated January 28, 2010 (collectively with the Original OPA, referred to herein as the "**OPA**"), as a successor holding fee simple title to the Property;

C. HOF Financial has entered into a contract to sell portions of the Project known as Villa Azure and La Tesoro at Loretto Bay (collectively referred to as "**Loretto Bay**") as more particularly described on Exhibit "A" attached hereto, to Lake Pleasant, at various times; and

D. Lake Pleasant has requested, and Agency has agreed, to recognize Lake Pleasant as a Permitted Successor to Original Participant with respect to the portions of Loretto Bay to which title will be transferred to Lake Pleasant, pursuant to the terms hereinafter set forth.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. Permitted Successor. Agency hereby recognizes Lake Pleasant as a Permitted Successor to the OPA as to the portions of Loretto Bay transferred to Lake Pleasant effective upon such transfer to Lake Pleasant, provided that the Agency expressly reserves all claims and causes of action against HOF Financial arising in connection with

their respective obligations under the OPA covenants, obligations, conditions and restrictions with respect to the Property and Improvements not transferred to Lake Pleasant.

2. Transferee Subject to All Conditions of Agreement. Lake Pleasant, as a transferee of portions of the Property or Improvements comprising the Loretto Bay, prior to the issuance and recordation of the Certificate of Completion for the Private Improvements or the Completion of the Public Improvements located on that portion of the Property transferred, agrees to be subject to all of the Conditions of Approval and conditions of approval required in connection with future approvals for the Project or the development of the Property with respect to the portions of the Property transferred to Lake Pleasant, and effective upon such transfer(s) hereby assumes the covenants, obligations and restrictions of the OPA which pertain to such portion of the Property and Improvements transferred. Lake Pleasant, for itself and its successors and assigns, hereby expressly assumes all of the covenants and obligations of Participant under the OPA pertaining to the Property and the Improvements, or portions thereof, which are transferred and agree to be subject to all of the conditions and restrictions to which Participant is subject as they pertain to such Property and the Improvements or applicable portion thereof. Lake Pleasant further acknowledges its bonding obligations with respect to the Improvements, and agrees to enter into any necessary conforming amendments to the OPA with regard to such bonding obligations.

3. Precondition to Future Transfers. Under no circumstance may Lake Pleasant's interest in the Property be transferred, and Agency shall not consent to any such Transfer, except as set forth in OPA Sections 5.3, 5.4 and 5.5 and unless and until the proposed transferee agrees to pay all of Participant's outstanding obligations, if any, as described in Section 4.4 of the OPA. Agency acknowledges and agrees that a Transfer under Section 5.3 of the OPA shall not include the sale of residential units in Loretto Bay for use and occupancy to consumer homebuyers.

4. Further Agreements. The Parties agree to enter into further agreements as necessary to carry out the intent of this Assumption.

5. Notices. Any notice by one party to the other party shall be, in writing, by telegram or facsimile transmission or shall be deemed to have been properly given when personally served, or seventy-two (72) hours after deposit in the United States mail, postage fully prepaid, registered or certified mail, return receipt requested, addressed to such party as follows:

AGENCY:

City of Henderson Redevelopment Agency
240 Water Street
Henderson, NV 89015
Attn: Redevelopment Manager

LAKE PLEASANT:

Lake Pleasant Partners, LLC
201 W. Christina Blvd., Suite 3
Lakeland, FL 33813
Attn: Agro-Iron, Inc., Managing Member
Evin L. Netzer, President

6. Entire Agreement. This Assumption is the total agreement by and between the parties hereto and supersedes any and all prior agreements written or oral, between the parties regarding the transfer of Lake Pleasant's interest under the OPA. Each party acknowledges and represents that it is relying on no representations by the other party other than those expressly set forth in this Assumption. This Assumption may not be amended or modified except by a subsequent written agreement signed by both parties. This Assumption shall be recorded in the official records of Clark County, Nevada.

Signatures on following page

IN WITNESS WHEREOF the Parties have executed this Assumption as of the date hereinabove set forth.

LAKE PLEASEANT PARTNERS, LLC, a Delaware limited liability company

By: Agro-Iron, Inc., its Managing Member

By: _____
Evin L. Netzer, President

CITY OF HENDERSON REDEVELOPMENT AGENCY, a public body, corporate and politic

By: _____
Jacob L. Snow
Executive Director

ATTEST:

By: _____
Sabrina Mercadante, MMC
Agency Secretary

Approved as to form:

By: _____
Josh M. Reid,
Agency Counsel

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

I, _____, a Notary Public in and for Clark County, in the State of Nevada, do hereby certify that _____ appeared before me this day in person and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the use and purposes herein set forth.

Given under my hand and official seal this ____ day of _____, 2013.

Notary Public

My Commission Expires: _____

EXHIBIT "A"

LORETTO BAY

PARCELS:

178-16-713-017
178-16-713-018
178-16-713-019
178-16-713-020
178-16-713-021
178-16-713-022
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178-16-713-042
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178-16-713-048
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178-16-713-055
178-16-713-056

EXHIBIT "A" (Continued)

LORETTO BAY

178-16-718-001
178-16-718-002
178-16-718-003
178-16-718-004
178-16-718-005
178-16-718-006
178-16-718-007
178-16-718-008
178-16-718-009
178-16-718-010
178-16-718-011
178-16-718-012
178-16-718-013
178-16-718-014
178-16-718-015
178-16-718-016
178-16-811-070
178-16-811-071
178-16-811-072
178-16-811-073
178-16-811-074
178-16-811-075
178-16-811-076
178-16-811-077
178-16-811-078
178-16-811-079
178-16-811-080
178-16-812-001
178-16-812-002
178-16-812-003
178-16-812-004
178-16-812-005
178-16-812-006
178-16-812-007

EXHIBIT "A" (Continued)

LORETTO BAY

178-16-812-008
178-16-812-009
178-16-812-010
178-16-812-011
178-16-812-012
178-16-812-013
178-16-812-014
178-16-812-015
178-16-812-016
178-16-812-017
178-16-812-018
178-16-812-019
178-16-812-020
178-16-812-021
178-16-812-022
178-16-812-023
178-16-812-024
178-16-812-025
178-16-812-026
178-16-812-027
178-16-812-028
178-16-812-029
178-16-812-030
178-16-812-031
178-16-812-032
178-16-812-033
178-16-812-034
178-16-812-035
178-16-812-036
178-16-812-037
178-16-812-038
178-16-812-039
178-16-812-040
178-16-812-041

EXHIBIT "A" (Continued)

LORETTO BAY

178-16-812-042
178-16-812-043
178-16-812-044
178-16-812-045
178-16-812-046
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178-16-812-071
178-16-812-072
178-16-812-073
178-16-812-074

HOUSING CAPITAL COMPANY

3200 BRISTOL STREET, SUITE 800 • COSTA MESA, CA 92626

February 4, 2013

Lisa Sich
Special Projects Accountant
City of Henderson - Economic & Redevelopment Division of the
City Manager's Office
P O Box 95050 - MS512
Henderson, Nevada 89009-5050

Re: Permitted Successors

Dear Lisa:

This letter is intended to notify the city of Henderson that HOF Financial I, LLC (Seller "HOF") has agreed to sell 133 residential lots in Henderson (known as "Villa Azure & La Tesoro @ Loretto Bay) to Lake Pleasant Partners, LLC, located at 201 W. Christina Blvd., Suite 3 Lakeland, FL 33813. The 133 lots are located in the Cornerstone Redevelopment area.

This letter also confirms that HOF Financial I, LLC has provided written notice to the Purchaser that they are aware of the Owner Participation Agreement ("OPA") currently encumbering the subject property and they are required to gain approval from the city's Redevelopment Agency ("Agency") for approval to become a Permitted Successor and execute an Assumption Agreement that includes the original Cornerstone OPA and its amendments, including the HOF amendment.

HOF Financial I, LLC is 100% owned by Housing Capital Company. Housing Capital Company is a Division of U.S. Bancorp. U.S. Bancorp is a diversified financial services holding company, headquartered in Minneapolis, Minnesota. It is the parent company of U.S. Bank, the fifth largest commercial bank in the United States based on \$330 billion in assets. U.S. Bank ranks as the sixth largest bank in the U.S. based on deposits, with \$222.6 billion as of September 30, 2012, with 3,089 banking offices and 5,092 ATMs in the U.S. The company employs 63,000 people.

Sincerely,



Russ Wakeham
Senior Vice President
Housing Capital Company

• COSTA MESA
• SEATTLE

• FRESNO
• DALLAS

• SAN MATEO
• HOUSTON

Lake Pleasant Partners, LLC
201 W Christina Blvd, Suite 3
Lakeland, FL 33813
Ph: (863) 648-9555 Fax: (866) 356-0010

VIA EMAIL

February 5, 2013

Lisa Sich
Special Projects Accountant
City of Henderson Redevelopment Agency
P O Box 95050 - MS512
Henderson, Nevada 89009-5050

RE: Permitted Successor for Villa Azure & La Tesoro @ Loretto Bay

This letter is to inform the City of Henderson Redevelopment Agency ("Agency"), that Lake Pleasant Partners, LLC, a Delaware limited liability company ("Purchaser" or "LPP") has entered into a purchase and sale agreement ("Agreement") with HOF Financial I, LLC for 133 residential lots in the areas commonly known as Villa Azure & La Tesoro @ Loretto Bay ("Property"). The Property is located in the Cornerstone Redevelopment Area. Currently, Purchaser is conducting due diligence on the Property.

Furthermore, Purchaser has been aware that Purchaser must be named by the Agency as a Permitted Successor to the Cornerstone Owner Participation Agreement, as amended ("OPA"). Purchaser hereby requests that the Agency evaluate Purchaser as a Permitted Successor to the Property and approve Purchaser as a Permitted Successor.

The following are items that may be pertinent to the Agency's evaluation:

- The property consists of 133 residential lots, commonly known as Assessor's Parcel Numbers 178-16-713-017 to -032, and -041 to -056 and 178-16-718-001 to -016 and 178-16-811-070 to 080; and 178-16-812-001 to -074, all of which are located in the Loretto Bay master planned community in the City of Henderson. A map showing the Property is attached as Exhibits A-1 and A-2.
- LPP is a Delaware limited liability company, registered to do business in Arizona and Nevada. Although LPP is managed from its Florida office by its Managing Member, Agro-Iron, Inc., a Delaware corporation, LPP's investments are all located in the City of Peoria, Arizona, and Clark County, Nevada. LPP is a real estate investor and currently has no debt. LPP is focused on purchasing land containing builder lots with substantially complete infrastructure in high quality communities and serving as a bridge to major developers to complete the development of the land. For example, LPP completed the purchase of 339 builder lots in the Providence, Las Vegas Master Planned Community in October 2012 and has sold 200 of the lots to Ryland Homes Nevada, LLC, an affiliate of The Ryland Group, Inc., a major public home builder (NYSE:RYL). In addition, the principal of LPP's minority member, Five Diamond, LLC, a Nevada limited liability company, has experience as a home builder in the Las Vegas, Nevada area, building homes under the Desert Cove Homes brand.

- LPP is contemplating either (a) entering into agreements to sell the Property to major home developers or (b) developing new product which would contain similar elevations and color scheme to match the existing structures within the Villa Azure & La Tesoro communities.
- Ultimate disposition and/or development of the Property depends on market factors and any approvals required by the City and/or Agency. Provided market conditions remain consistent and continue to improve, LPP is hopeful that, provided approval by the Agency of LPP as a Permitted Successor and that a successful transaction by and between HOF and LPP occurs, vertical construction by LPP or purchasers of the Property from LPP could commence within six to eight months and the project could be fully completed within 3-4 years.

Please note that the anticipated close of escrow for the Property by and between HOF and LPP is currently scheduled for April 3, 2013.

As always, please do not hesitate to contact me with any questions or comments that you may have.

Sincerely,

Lake Pleasant Partners, LLC

By: Agro-Iron, Inc., its Managing Member



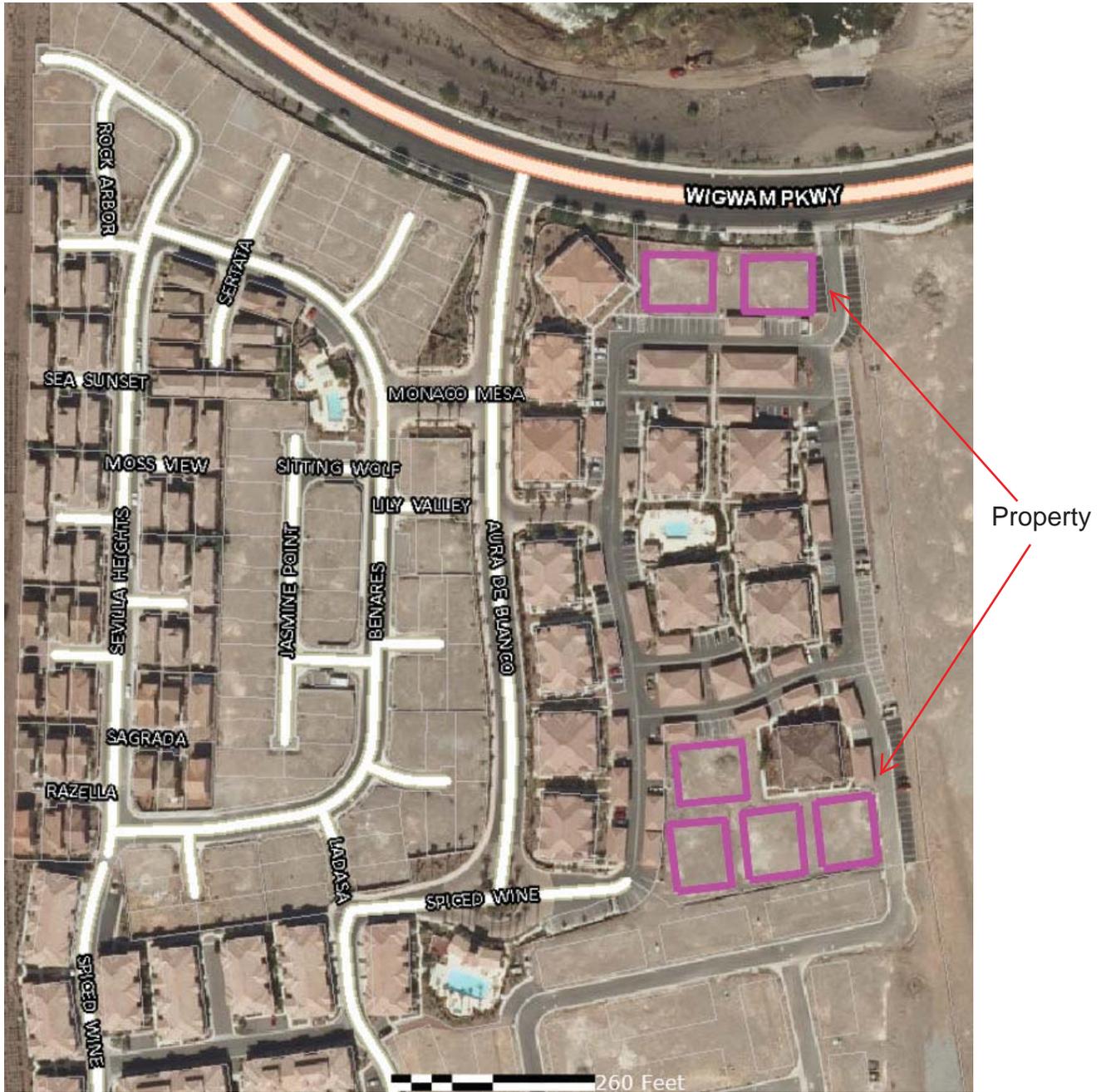
Evin L. Netzer
President

EXHIBIT A - 1



PROPERTY

EXHIBIT A - 2





RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

SPECIAL MEETING

March 12, 2013

RAC-003

SUBJECT	Election of Chairman
PETITIONER	Michelle Romero, AICP, Redevelopment Manager
RECOMMENDATION	Elect Chairman

FISCAL IMPACT:

No Impact

Budget funds available

Augmentation required

BACKGROUND / DISCUSSION / ALTERNATIVES:

RAC bylaws include the following:

“The officers of the RAC shall consist of a Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be elected from among the appointed members of the RAC by a simple majority vote at the first regular meeting of the RAC in January. They shall hold office for one (1) year or until their successor(s) is elected and qualified. Any Officer may be re-elected.”

RECOMMENDED MOTION:

I move to elect _____ as Chairman.

Supporting Documentation:

N/A



RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

SPECIAL MEETING

March 12, 2013

RAC-004

SUBJECT	Election of Vice-Chairman
PETITIONER	Michelle Romero, AICP, Redevelopment Manager
RECOMMENDATION	Elect Vice-Chairman

FISCAL IMPACT:

No Impact Budget funds available Augmentation required

BACKGROUND / DISCUSSION / ALTERNATIVES:

RAC bylaws include the following:

“The officers of the RAC shall consist of a Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be elected from among the appointed members of the RAC by a simple majority vote at the first regular meeting of the RAC in January. They shall hold office for one (1) year or until their successor(s) is elected and qualified. Any Officer may be re-elected.”

RECOMMENDED MOTION:

I move to elect _____ as Vice-Chairman.

Supporting Documentation:

N/A



RAC

REDEVELOPMENT AGENCY ADVISORY COMMISSION AGENDA ITEM

SPECIAL MEETING

March 12, 2013

RAC-005

SUBJECT	Projects Update
PETITIONER	Economic Development/Redevelopment Division of the City Manager's Office
RECOMMENDATION	Accept

FISCAL IMPACT:

No Impact

Budget funds available

Augmentation required

BACKGROUND / DISCUSSION / ALTERNATIVES:

RECOMMENDED MOTION:

Accept report.

Supporting Documentation:

Memorandum consisting of three (3) pages.



Memorandum

TO: Redevelopment Agency Advisory Commission
FROM: Michelle Romero, Redevelopment Manager
SUBJECT: Projects Update

Following are new or ongoing redevelopment projects, as compiled by staff, in our Redevelopment Areas and their status as of February 21, 2013:

I. CORNERSTONE REDEVELOPMENT AREA

- HOF/Lake Pleasant:
 - Lake Pleasant has provided the final item requested for the Assumption Agreement, the Certificate of Good Standing.
 - The Assumption Agreement, Agenda Item and Reso are complete for the March special RAC meeting and RDA meeting. Staff has forwarded the DRAFT documents to Lake Pleasant for review.
 - Lake Pleasant and Ryland Homes are working on a sale for Ryland to purchase the 85 condos. RDA and CD staff met with Ryland to discuss a zone change from condo to three-story attached townhomes. This seems very reasonable. Staff will be setting up a meeting with CAO and PW to discuss the remaining bonds in that development to ensure that PW gets the bonding they need and the Ryland is aware of the requirements.
- Tax Increment Reimbursement to the LID
- Shortfall Note
- Shortfall Reimbursement: Staff is preparing the LID credits through January 31, 2013.

Projects

- Ladera Parcels
- Loretto Bay

II. DOWNTOWN REDEVELOPMENT AREA

Projects

- 19 S. Water Street: Because there is a current building permit for remodeling, code enforcement action is postponed. Redevelopment staff was informed that the property owner is in the process of obtaining a loan to do the remodel.
- Business Recruitment/Development:
 - Staff is continuing to work with a variety of business owners and their representatives looking for space in the Water Street District area. Business types include: pizzeria, ice cream/custard shop, day camp facility, grocery store, and optometry group.
- Business Retention:
 - In conjunction with the WSDBA and Henderson Chamber of Commerce, staff met with representatives from both organizations to discuss a Business Expo that will be held late Spring or early Summer. The hope is that this event will be spearheaded by the WSDBA business owners to promote the Water Street District and have the business owners reach out to people they know who might either be looking to open a business or relocate their business.
 - Kenputer, a Water Street business, is looking to relocate. Staff contacted the owner of this business in an effort to keep them in the area. Unfortunately, this business owner needs greater foot traffic and drive-by exposure than he feels he can receive on Water Street. He also stated that because of the condition of 19 S. Water Street and Townhouse Motor Lodge, and complaints from his customers that he will not be renewing his lease.

- Hot Dog Heaven will be impacted by the Firestone development. Staff is working with him on a variety of alternatives to keep him in the area. His business attracts customers from around the Valley.
- City Tower (Southeast corner of Lake Mead Parkway and Water Street):
 - At the last WSDBA meeting, several business owners expressed concern that there is trash being thrown on the ground near the bus stop and that some have brought over Target shopping carts to sit on while waiting for the bus, both actions detracting from the appearance of Water Street. Staff has located a trash can and extra bench that can be used if approved.
 - Staff received consent to have a trash can and bench placed on the site near the bus stop. Redevelopment staff is working with PW and CAO in order to move forward.
- Community Garden: Nevada Hand has provided consent to use the lot that they own adjacent to the City-owned parcel next to the Downtown Senior Center for a new Community Garden.
- Downtown Investment Strategy (DTIS): (Update Implementation)
 - The Downtown Pedestrian Circulation Plan is underway and the second meeting of the working group has been completed.
- Cultural and Events Center
- Downtown Master Plan
- Downtown Residential Civic Alliance
- Events
- Fencing
- Former Asset Central Site
- Former Parkline Site
- Homeless Issue: The Police Department has implemented foot patrols by PD volunteers in the Water Street District as of February 7. This information has been shared with the business owners. This is one step towards establishing a greater presence by the City in the Downtown to address some of the homeless issues.
- HUD Grant
- Marketing the Water Street District
- Meridian
- Monumentation
- Nevada Hand: Nevada Hand will be performing a community assessment survey, which they were required by the Federal Government to do, hopefully in late April. They are asking a variety of questions about the area and resident preferences that will greatly help the Agency. They have agreed to use the “demonstration area” RDA staff has identified for the future new Homeowner Assistance Program so that efforts can be maximized.
- North Water Street: PW found grant monies to be able to do north Water Street. They have submitted plans to the State, because it is their grant. I will keep you posted as to whether they get the go-ahead. We will not have to pay anything, and it will include the City Tower corner.
- Outreach
- Pinnacle Building: The CAO has completed the agenda item for the March 5 City Council meeting approving the proposed sale of the property located at 203 South Water Street, authorizing write off of the note from the Redevelopment Agency contingent upon the sale of the property, and authorizing the City Manager to execute a satisfaction and discharge of the Note. By approving this item, contingent upon the sale being approved, the City will write off approximately \$2 million after the sales proceeds have been applied to the balance currently owed.
- Residential: Staff met with a commercial property owner who in the Water Street District who may be interested in pursuing residential development on one of the Agency-owned properties. He was a multi-family developer in California prior to his retirement. Staff is working to develop this relationship and pursue this opportunity.
- Site A (SW corner of Victory and Water)
- Site B (small lot at the corner of Water/Victory)
- Townhouse Motor Lodge
- Water Street District Business Association: An introductory meeting to discuss the 2013 Business Expo was held with several stakeholders in attendance. Staff is working with the business owners to maximize the potential for this event.

Programs

- Façade Improvement Program
- Sign Grant Program
- Tenant Improvement

III. EASTSIDE REDEVELOPMENT AREA

Projects

- Boulder Highway Business Coalition
- Business Recruitment
- LandWell/Cadence (Cadence): Staff and CAO met with LandWell to discuss the pre-approval waiver. LandWell has submitted the three remaining items for the Sewer Main (approximately \$65,000), which have been forwarded to PW for review and a reasonableness letter. LandWell will state that these are all of the remaining costs associated with the Sewer Main and Warm Springs Extension. Once staff has the letter from PW, the costs will be submitted to CAO for the second amendment to the OPA, which will result in approximately \$655,000 being added to the LandWell Note.
- Union Village

Programs

- Façade Improvement Program
- Sign Grant Program

IV. TUSCANY REDEVELOPMENT AREA

- Note
- Galleria Road
- OPA
- Tuscany Pending Escrow
- Semi-Annual Payment

V. LAKEMOOR CANYON

- Bill/S343/HR697: Both RDA and CAO have reviewed the proposed Congressional bill. There are still significant concerns that need to be addressed before the Agency can fully support the Bill moving forward. The City Attorney is researching alternatives for the Bill.
- LLC: Staff is recommending that the Ungers and the project be vetted by the NDC to be consistent with other projects and to comply with the current policy. Additionally, the tax increment analysis was completed in January 2009. Due to the change in the economy and possible changes in product, staff is also recommending that a new analysis be completed.

VI. ADMINISTRATION / ALL AREAS

- Audit
- Assistance Programs
- Bonds (Refinance of T-13 Bonds):
 - The bond refinance was successful, with savings being \$654,583 to the residents and \$651,060 to the Agency.
- Budget
- Financials
- Five-Year Financial Plan
- Homeowner Assistance Program
- Legislation: Staff reviewed and commented upon numerous bill drafts throughout the week.
- NDC
- New Markets Tax Credit
- Outreach:
- RDA Legislation
- Redevelopment Association of Nevada (RAN)
- Revenue
- SB92 Reporting
- Tax Increment Distribution
- Training: Roy Borsellino and Lisa Sich will be attending the training in Los Angeles regarding 501(c)3 and 6320 funds put on by the NDC.